

UNITED STATES DISTRICT COURT FOR
THE EASTERN DISTRICT OF PENNSYLVANIA

BRADLEY M. TIRPAK AND	:	CIVIL ACTION
CRAIG W. THOMAS, D/B/A/	:	
SHAREHOLDER ADVOCATES FOR	:	
VALUE ENHANCEMENT	:	
	:	
v.	:	
	:	
USA TECHNOLOGIES, INC., ET AL	:	NO. 09-5920

ORDER

AND NOW, this 17th day of December, 2009, pursuant to the agreement of the parties, it is **ORDERED** as follows:

1. The adjournment of the 2010 Annual Meeting (the “Annual Meeting”) of USA Technologies, Inc. (“USAT”) on December 15, 2009, to a future date no later than **June 15, 2010**, as agreed by the parties, complies with Pennsylvania law.

2. The independent third-party inspector of elections, IVS (“IVS”), has received and tallied the proxies and the ballots.

3. IVS shall provide the results of the tally to USAT and to the plaintiffs immediately.

4. The tally results shall be confidential and not publicly disclosed to any person or entity other than the Court and the parties’ professional advisers, provided that the professional advisers first agree to keep the tally results confidential until a ruling on the pending motion for a preliminary injunction or date agreed to by the parties.

5. If the motion for a preliminary injunction is granted, the September 30, 2009 record date shall remain the official record date; and, if necessary, the previously adjourned Annual Meeting will be reconvened as directed by the Court, using such record date.

6. If the motion for preliminary injunction is granted, the defendants may contend that the December 15, 2009 Annual Meeting must be reconvened, and the plaintiffs may contend that it need not be reconvened.

7. If the motion for a preliminary injunction is denied, USAT will set an appropriate record date that is consistent with the June 15, 2010 meeting date recently noticed by USAT's Board of Directors.

8. Defendants shall file their responses to Plaintiffs' Verified Complaint no later than **December 18, 2009**.

9. Plaintiffs shall answer any counterclaims no later than **December 23, 2009**.

10. Requests for the Production of Documents shall be served no later than **December 21, 2009**.

11. Responses to Requests for the Production of Documents shall be served no later than **December 29, 2009**.

12. Depositions shall be concluded no later than **January 21, 2010**.

13. No later than **January 29, 2010**, the parties shall file their memoranda of law.

14. A hearing on the motion for preliminary injunction shall commence on **February 8, 2010**, at **9 o'clock a.m.**, in Courtroom 9A.

/Timothy J. Savage
TIMOTHY J. SAVAGE, J.